

Approved 9/16/2014

**Grain Train (GT) Natural Food Cooperative
Board of Directors August 19th, 2014 Meeting
Grain Train Business Office, 5:00 PM**

Attending: Trisha Shattuck – President, John Paul Westbrook (J.P.) – Vice President, David Heidtke - Treasurer, Hal Willens– Secretary, Allie Greenleaf Maldonado, Lynn Eckerle, Paula Welmers, Renee Allen, Meagan Krzywosinski, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent:

Time Keeper: JP

Secretary: Liz

Ends Statement: Grain Train Natural Food Cooperative exists so that our community is inspired to make well-informed healthy choices that support both people and planet.

Meeting called to order: (5:01) Quorum determined

Preliminaries

Agenda Review – Chartering of “Horizons” Leadership Committee postponed. Electronic Balloting Committee Report postponed until September. Time gained in General Business to be added to GM Monthly Report

Open Member Forum – Comments regarding the use of the group signature 'The Grain Train Board of Directors' were discussed by Renee Allen and Paula Welmers, who were speaking as members.

General Business

GM Monthly Update – August – Discussion. Hal moved to accept the report. Seconded by Renee and approved unanimously.

Board Decisions

GM Monitoring Report – B1: Financial Conditions, Q2 – JP Moved to accept the report. Seconded by Lynn and approved unanimously.

Self-Monitoring Report – C4: Meetings – Hal moved to accept the report as non-compliant with the consequences that Board Meeting Etiquette will be presented as an education topic and the Board will reassess C4: Meetings in 6 months. Seconded by Allie and approved unanimously.

Executive Committee Annual Calendar Review – Allie to sit in for Dave on Committee.

Meeting Length – Time to be allocated on September Meeting agenda to review meeting duration.

Board Education

Discussion regarding Member Engagement was prompted by handout provided by Liz and Tina.

Consent Agenda

Accepted: Draft Board Meeting Minutes from July

Review Decisions & Tasks

- Meagan to present Board Etiquette as Board Education topic in October
- Executive Committee to review Annual Calendar and bring recommendations to the September Board Meeting. Date 8/28/14, 5:15PM GT Office
- David to charter a committee to explore “Horizons” (leadership)
- Meagan to explore and present on Board Retreat locations.

- **Next Meeting Topics:**
 - Board Education – none
 - Approve August Meeting Minutes - Liz
 - Self-Monitoring Report – C8: Governance Investment - Lynn
 - GM Monitoring Report – B6: Staff – Bob
 - GM Monthly Update – Bob
 - Report from the Electronic Balloting Committee

JP volunteered for Self-Monitoring Reports D & D1 due in October; Meagan volunteered for Self-Monitoring Reports D2 & D3 due in November.

Paula made a motion to adjourn the meeting. JP seconded the motion. Unanimously approved.

6:45 pm, meeting adjourned.

Parking Lot Topics

Board Education: Financials, Retail Basics, Emerging Topics concerning the Grain Train

Executive Committee – Job Descriptions

Procedures Handbook Topics

- *Audits*
- *Accounting*
- *How to handle requests for support? (Causes)*
- *GMM*
- *Officer Elections*

Review of C3, Section 4 of the Policy Register: Renee to submit suggested language changes to the Board

Discussion of 5.2, Subsections n. and o. of the Bylaws

Open Committees:

Electronic Balloting Committee

Discuss integrating Electronic Balloting options in the Board Election Process. Beginning June 2014 and ending September 2014. Chaired by Hal Willens with Trisha, Allie, JP, Lynn and David as members.

Outstanding Board Work Reminders

Bylaw clarifications:

Does "Membership" mean one person or a 'household'? Please define.

Executive Committee Elections - Article 5, Section 6.1, Review and define 'election ties', etc.

Audit Cycle - Currently every 2 years. Consider every 3-5 years. Define.

Draft a New Board Candidate Application for review.

Board Procedural Handbook section(s):

Elections: Elections Committee Chair - Ballot Counting & Results Conveyed (PW)

Board Members' behavior during Staff Meetings (AM)

Board Member Exit Interviews (RA)

Officer Elections: Develop a methodology to simplify process

Audits: Types of Audits (DH), Arranging for an Audit, (DH)